

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	Case No. 01-01139 (JKF)
W.R. GRACE & CO., <u>et al.</u> ,	)	(Jointly Administered)
	)	
Debtors.	)	Objection Deadline: 6/6/2008
	)	Hearing Date: 6/23/2008 @ 1:00 p.m.

**COVER SHEET**

**FIFTEENTH QUARTERLY APPLICATION OF PHILLIPS,  
GOLDMAN & SPENCE, P.A. AS LOCAL COUNSEL TO DAVID T.  
AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR  
COMPENSATION AND REIMBURSEMENT EXPENSES FOR THE  
PERIOD OF OCTOBER 1, 2007 THROUGH DECEMBER 31, 2007**

Name of Applicant:	Phillips, Goldman & Spence, P.A. ("PG&S")
Authorized to Provide Professional Services to:	David T. Austern, Future Claimants' Representative (the "FCR")
Date of Retention	PG&S Retention Order entered September 27, 2004 <i>Nunc Pro Tunc</i> to May 24, 2004
Period for which Compensation is Sought:	October 1, 2007 through December 31, 2007
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$39,915.50
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$2,256.33
Total Requested:	\$42,171.83

This is an:      X   interim      X   quarterly    \_\_\_\_\_ monthly    \_\_\_\_\_ final application

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FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.,

Debtors.

Chapter 11

Case No. 01-01139 (JKF)

(Jointly Administered)

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**SUMMARY FOR THE  
FIFTEENTH QUARTERLY APPLICATION OF PHILLIPS,  
GOLDMAN & SPENCE, P.A. AS LOCAL COUNSEL TO DAVID T.  
AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR  
COMPENSATION AND REIMBURSEMENT EXPENSES FOR THE  
PERIOD OF OCTOBER 1, 2007 THROUGH DECEMBER 31, 2007**

**PREVIOUS APPLICATIONS FILED**

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
1 <sup>st</sup> Monthly Application 5.24.04-6.30.04 Filed 10.6.04 Dkt. No. 6549	\$5,034.50	\$0.00	Filed 10.27.04 Dkt No. 6751	\$4,027.60	\$1,006.90	\$4,027.60
1 <sup>st</sup> Quarterly Fee Application 5.24.04-6.30.04 Filed 10.27.04 Dkt. No. 6752	\$5,034.50	\$0.00	Filed 11.19.04 Dkt No. 6696	N/A	\$1,006.90	1,006.90
2 <sup>nd</sup> Monthly Application 7.1.04-7.31.04 Filed 10.6.04 Dkt. No. 6550	\$2,619.00	\$852.87	Filed 11.11.04 Dkt No. 6883	\$2,095.20	\$523.80	\$2,948.07
3 <sup>rd</sup> Monthly Application 8.1.04-8.31.04 Filed 10.8.04 Dkt. 6569	\$3,110.00	\$450.36	Filed 11.11.04 Dkt No. 6884	\$2,488.00	\$622.00	\$2,938.36
4 <sup>th</sup> Monthly Application 9.1.04-9.30.04 Filed 10.28.04 Dkt. No. 6783	\$5,034.50	\$419.64	Filed 11.19.04 Dkt No. 6997	\$4,107.20	\$1,026.80	\$4,526.84

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
2nd Quarterly Fee Application 7.1.04-9.30.04 Filed 11.16.04 Dkt. No. 6940	\$10,863.00	\$1,722.87	Filed 3.9.05 Dkt No. 7997	N/A	\$2,187.60	\$2,187.60
5 <sup>th</sup> Monthly Application 10.1.04-10.31.02 Filed 11.29.04 Dkt. No. 7041	\$6,273.00	\$582.11	Filed 12.21.04 Dkt No. 7278	\$5,018.40	\$1,254.60	\$5,600.51
6 <sup>th</sup> Monthly Application 11.1.04-11.30.04 Filed 12.28.04 Dkt. No. 7370	\$7,128.00	\$249.55	Filed 1.28.05 Dkt No. 7643	\$5,702.40	\$1,425.60	\$5,951.95
7 <sup>th</sup> Monthly Application 12.1.04-12.31.04 Filed 1.28.05 Dkt No. 7644	\$7,245.00	\$186.54	Filed 2.28.05 Dkt No. 7917	\$5,796.00	\$1,449.00	\$5,982.54
3 <sup>rd</sup> Quarterly Fee Application 10.1.04-12.31.04 Filed 2.15.05 Dkt. No. 7783	\$20,646.00	\$1,018.20	Filed 6.14.05 Dkt No. 8613	N/A	\$4,129.20	\$4,129.20
8 <sup>th</sup> Monthly Application 1.1.05-1.31.05 Filed 2.28.05 Dkt No. 7918	\$9,247.00	\$2,039.47	Filed 3.29.05 Dkt No. 8135	\$7,397.60	\$1,850.00	\$9,437.07
9 <sup>th</sup> Monthly Application 2.2.05-2.28.05 Filed 4.8.05 Dkt No. 8191	\$3,373.00	\$164.44	Filed 4.26.05 Dkt No. 8284	\$2,862.84	\$674.60	\$2,862.84
10 <sup>th</sup> Monthly Application 3.1.05-3.31.05 Filed 4.26.05 Dkt No. 8285	\$4,127.50	\$461.38	Filed 6.6.05 Dkt No. 8553	\$3,763.38	825.00	\$3,763.38
4 <sup>th</sup> Quarterly Application 1.1.05-3.31.05 Filed 4.29.05 Dkt No. 8303	\$16,747.50	\$2,665.29	Filed 9.14.05 Dkt No. 9418	N/A	\$3349.49	\$3,349.49
11 <sup>th</sup> Monthly Application 4.1.05-4.30.05 Filed 6.6.05 Dkt No. 8554	\$4,910.00	\$195.51	Filed 7.26.05 Dkt No. 9094	\$3,928.00	\$982.00	\$4,123.51
12 <sup>th</sup> Monthly Application 5.1.05-5.31.05 Filed 6.27.05 Dkt No. 8686	\$3,596.00	\$309.93	Filed 7.20.05 Dkt No. 9029	\$2,876.80	\$719.20	\$3,186.73

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
13 <sup>th</sup> Monthly Application 6.1.05-6.30.05 Filed 7.26.05 Dkt No. 9095	\$5,395.00	1,093.35	Filed 8.31.05 Dkt No. 9288	\$4,316.00	\$1,079.00	5,409.35
5 <sup>th</sup> Quarterly Application Filed 7.27.05 Dkt No. 9096	\$13,901.00	\$1,598.79	Filed 12.5.05 Dkt No. 11250	N/A	\$2,780.20	\$2,780.20
14 <sup>th</sup> Monthly Application Filed 1.3.06 Dkt No. 11474	\$13,174.50	\$212.31	Filed 1.30.06 Dkt No. 11643	\$10,539.60	\$2,634.90	\$10,751.91
15 <sup>th</sup> Monthly Application Filed 1.3.06 Dkt No. 11475	\$6,226.00	\$113.00	Filed 1.30.06 Dkt No. 11644	\$4,980.80	\$1,245.20	\$5,093.80
16 <sup>th</sup> Monthly Application Filed 1.3.06 Dkt No. 11476	\$6,258.00	\$95.26	Filed 1.30.06 Dkt No. 11645	\$5,006.4	\$1,251.60	\$5,101.66
6 <sup>th</sup> Quarterly Application Filed 1.3.06 Dkt No. 11477	\$25,658.50	\$420.57	Filed 3.21.06 Dkt No. 12097	N/A	\$5,131.70	\$5,131.70
17 <sup>th</sup> Monthly Application Filed 1.3.06 Dkt No. 11478	\$10,201.00	\$9.11	Filed 1.30.06 Dkt No. 11646	\$8,160.80	\$2,040.20	\$8,169.91
18 <sup>th</sup> Monthly Application Filed 1.3.06 Dkt No. 11479	\$5,406.50	\$10.88	Filed 1.30.06 Dkt No. 11647	\$4,325.20	\$1,302.90	\$4,336.08
19 <sup>th</sup> Monthly Application Filed 2.6.06 Dkt No. 11722	\$7,533.00	\$133.39	Filed 3.1.06 Dkt No. 11918	\$6,026.40	\$1,506.60	\$6,159.79
7 <sup>th</sup> Quarterly Application Filed 2.10.06 Dkt No. 11746	\$23,140.50	\$153.38	Filed 3.21.06 Dkt No. 12098	N/A	\$4,628.10	\$4,628.10
20 <sup>th</sup> Monthly Application Filed 2.27.06 Dkt No. 11910	\$8,479.50	\$371.71	Filed 4.28.06 Dkt No. 12332	\$6,783.60	\$1,695.90	\$7,155.31
21 <sup>st</sup> Monthly Application Filed 3.23.06 Dkt No. 12109	\$6,008.50	\$469.08	Filed 4.28.06 Dkt No. 12333	\$4,806.80	\$1,201.70	\$5,275.88
22 <sup>nd</sup> Monthly Application Filed 4.28.06 Dkt No. 12334	\$5,694.00	\$580.22	Filed 5.31.06 Dkt No. 12555	\$4,555.20	\$1,138.80	\$5,135.42
8 <sup>th</sup> Quarterly Application Filed 5/31/06 Dkt No. 12556	\$20,182.00	\$1,421.01	Filed 9/11/06 Dkt No. 13188	N/A	\$4,036.40	4,036.40

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23 <sup>rd</sup> Monthly Application Filed 8.23.06 Dkt No. 13042	\$5,289.50	\$1,080.15	Filed 9/20/06 Dkt No. 13270	\$4,231.60	\$1,057.90	\$5,311.75
24 <sup>th</sup> Monthly Application Filed 8.23.06 Dkt No. 13043	\$4,235.00	\$2,740.09	Filed 9/20/06 Dkt No. 13271	\$3,338.00	\$847.00	\$6,128.09
25 <sup>th</sup> Monthly Application Filed 8.23.06 Dkt No. 13044	\$3,753.50	\$564.12	Filed 9/20/06 Dkt No. 13272	\$3,002.80	\$750.70	3,566.92
9 <sup>th</sup> Quarterly Application Filed 8.29.06 Dkt No. 13078	\$13,278.00	\$4,384.36	Filed Dkt No.	N/A	\$2,655.60	\$2,655.60
26 <sup>th</sup> Monthly Application Filed 8/29/06 Dkt No. 13079	\$7,094.50	\$62.04	Filed 9/20/06 Dkt No. 13273	\$5,675.60	\$1,418.90	\$5,737.64
27 <sup>th</sup> Monthly Application Filed 10/2/06 Dkt No. 13333	\$11,850.50	\$270.91	Filed 10/30/06 Dkt No. 13517	\$9,480.40	\$2,370.10	\$9,751.31
28 <sup>th</sup> Monthly Application Filed 10/30/06 Dkt No. 13518	\$11,649.00	\$1,264.75	Filed Dkt No.	\$9,319.20	\$2,329.80	\$10,583.95
10 <sup>th</sup> Quarterly Application Filed 11.9.06 Dkt No. 13611	\$30,594.00	\$1,597.70	Filed 12.7.06 Dkt No. 13942	N/A	\$6,118.80	\$6,118.80
29 <sup>th</sup> Monthly Application Filed 11.27.06 Dkt No. 13787	\$7,261.00	\$358.99	Filed 12.20.06 Dkt No.	\$5,808.80	\$1,452.20	6,167.79
30 <sup>th</sup> Monthly Application Filed 12.20.06 Dkt No. 14082	\$8,944.50	\$97.57	Filed 1.30.07 Dkt No. 14424	\$7,155.60	\$1788.90	\$7,253.17
31 <sup>st</sup> Monthly Application Filed 2.5.07 Dkt No. 14485	\$17,130.50	\$857.47	Filed 3.5.07 Dkt No. 14747	\$13,704.40	\$3,426.10	\$14,561.87
11 <sup>th</sup> Quarterly Application Filed 2.7.07 Dkt No. 14511	\$33,336.00	\$1,314.03	Filed 6.12.07 Dkt. No. 16017	N/A	\$6,667.20	\$6,667.20
32 <sup>nd</sup> Monthly Application Filed 3.14.07 Dkt No. 14859	\$14,348.50	\$56.44	Filed 4.19.07 Dkt. No. 15244	\$11,478.80	\$2,869.70	\$11,535.24
33 <sup>rd</sup> Monthly Application Filed 4.19.07 Dkt No. 15247	\$8,698.00	\$216.20	Filed 5.10.07 Dkt. No. 15632	\$6,958.40	\$1,739.60	\$7,174.60
34 <sup>th</sup> Monthly Application Filed 4.27.07 Dkt No. 15415	\$14,039.00	\$755.74	Filed 5.30.07 Dkt No. 15897	\$11,231.20 0	\$2,807.80	\$11,986.94

Fee Application Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	80% of Fees Paid or To be Paid	Amount of Holdback Fees	Amount Paid
12 <sup>th</sup> Quarterly Application Filed 5/10/07 Dkt No. 15631	\$37,085.50	\$1,028.38	Filed 9/11/07 Dkt No. 16697	N/A	\$7,417.10	\$7,417.10
35 <sup>th</sup> Monthly Application Filed 5.30.07 Dkt No. 15898	\$21,025.50	\$747.92	Filed 6/25/07 Dkt No. 16151	\$16,820.40	\$4,205.10	\$17,568.32
36 <sup>th</sup> Monthly Application Filed 5.30.07 Dkt No. 16152	\$16,554.00	\$1,137.01	Filed 9/11/07 Dkt No. 16798	\$13,243.20	\$3,310.80	\$14,380.21
37 <sup>th</sup> Monthly Application Filed 11.7.07 Dkt No. 17313	\$17,017.00	\$742.33	Filed 12.3.07 Dkt No. 17507	\$13,613.60	\$3,403.40	\$14,355.93
13 <sup>th</sup> Quarterly Application Filed 11.8.07 Dkt No. 17315	\$54,596.50	\$2,627.26	Filed 12.3.07 Dkt No. 17508	N/A	\$10,919.30	\$10,919.30
38 <sup>th</sup> Monthly Application Filed 11.9.07 Dkt No. 17318	\$17,802.00	\$99.66	Filed 12.3.07 Dkt No. 17509	\$14,241.60	\$3,560.40	
39 <sup>th</sup> Monthly Application Filed 12.3.07 Dkt No. 17510	\$9,061.00	\$905.60	Filed 12.27.07 Dkt No. 17711	\$7,248.80	\$1,812.20	\$8154.40
40 <sup>th</sup> Monthly Application Filed 12.3.07 Dkt No. 17511	\$13,241.50	\$1,202.40	Filed 12.6.07 Dkt No. 17706	\$10,593.20	\$2,648.30	11795.60
14 <sup>th</sup> Quarterly Application Filed 12.3.07 Dkt No. 17512	\$40,104.50	2,207.66	Filed Dkt No.	N/A	\$8020.90	
41 <sup>st</sup> Monthly Application Filed 12.3.07 Dkt No. 17513	\$9,331.50	\$67.00	Filed 12.26.07 Dkt No. 17707	\$7,465.20	\$1,866.30	\$7532.20
42 <sup>nd</sup> Monthly Application Filed 12.17.07 Dkt No. 17646	\$9,544.00	\$1,019.68	Filed 1.23.08 Dkt No. 17871	\$7,635.20	\$1908.80	\$8,654.88
43 <sup>rd</sup> Monthly Application Filed 1.29.08 Dkt No. 19724	\$21,040.00	\$1,169.65	Filed Dkt No.	\$16,832.00	\$4,208.00	

Phillips, Goldman & Spence, P.A. ("PG&S") was retained in this case effective May 24, 2004.

This is our fifteenth quarterly fee application. The hearing on the Quarterly Fee Application has been scheduled for June 23, 2008 at 1:00 p.m. in Pittsburgh, PA.

The PG&S professionals who rendered professional services in these cases during this Quarterly Fee Period are as follows:

Name of Professional Person	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
John C. Phillips, Jr.	Director/17 years/1974/ litigation/bankruptcy	\$375.00 <sup>1</sup>	41.3	\$15,487.50
		\$400.00	46.2	\$18,480.00
Brian E. Farnan	Associate/4 years/2001 litigation	\$275.00	0.2	\$55.00
Celeste A. Hartman	Sr. Paralegal/11 years/20 years prior experience	\$140.00	24.2	\$3,388.00
		\$150.00	16.7	\$2,505.00
Grand Total			128.6	\$39,915.50
Blended Rate:				\$310.38

#### FIFTEENTH QUARTERLY COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Litigation	86.8	\$31,727.50
Fee/Employment Applications	31.4	\$5,796.50
Case Administration	4.1	\$593.00
Plan and Disclosure Statement	6.3	\$1798.50
Total	128.6	\$39,915.50


#### FIFTEENTH QUARTERLY EXPENSE SUMMARY

Expense Category	Service Provider	Total Expenses
In-House Reproduction (10¢ per page)	N/A	\$263.22
Long Distance Phone Charges	N/A	\$3.42
Postage	N/A	\$12.53
Facsimile (billed at \$1 outgoing, only)	N/A	\$4.00

<sup>1</sup> Effective December 1, 2007, the hourly rates were increased. The increase is calculated into the totals for each person.

Expense Category	Service Provider	Total Expenses
Overnight Courier	Federal Express	\$304.95
Court Call Reimbursement	John C. Phillips, Jr.	\$114.00
Document Retrieval/Copy/Mail Service	Parcels, Inc.	\$1,548.21
Parking Reimbursement	John C. Phillips, Jr.	\$6.00
Total		\$2,256.33

PHILLIPS, GOLDMAN & SPENCE, P.A.

  
 \_\_\_\_\_  
 JOHN C. PHILLIPS, JR., ESQUIRE (#110)  
 1200 North Broom Street  
 Wilmington, DE 19806  
 (302) 655-4200  
 (302) 655-4210  
 Local Counsel to David T. Austern, Future  
 Claimants' Representative

Date: February 11, 2008